

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, Individually And On Behalf Of All Others Similarly Situated,	)	
	)	
Plaintiff,	)	Civil Action No. 04cv10584 (GAO)
	)	
vs.	)	<b>Consolidated Cases Nos.:</b>
	)	
	)	04cv10764 (GAO)
SUN LIFE FINANCIAL INC., et al.,	)	04cv11019 (GAO)
	)	
Defendants.	)	
	)	

**DECLARATION OF KIM E. MILLER IN SUPPORT  
OF PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

Kim E. Miller, of full age, hereby declares that:

1. I am a member of the law firm of Milberg Weiss Bershad & Schulman LLP, Proposed Co-Lead Counsel for Plaintiffs, and an attorney at law admitted to practice *pro hac vice* in this Court for the above-captioned action (the "Action").
2. I submit this declaration in support of Plaintiffs' Motion for Class Certification.
3. Attached hereto as Exhibit A is a true and correct copy of relevant portions of the "Trustees and Officers" section of the May 1, 2003 Statement of Additional Information ("SAI") for the Massachusetts Investors Trust Registration Statement.
4. Attached hereto as Exhibit B is a true and correct copy of relevant portions of the "Portfolio Transactions and Brokerage Commissions" section of the May 1, 2003 SAI for the Massachusetts Investors Trust.
5. Attached hereto as Exhibit C is a true and correct copy of relevant portions of the "Portfolio Transactions and Brokerage Commissions" section of the April 1, 2003 SAI for the Massachusetts Investors Growth Stock Fund.

6. Attached hereto as Exhibit D is a true and correct copy of relevant portions of the “Investment Advisory Agreement” section of the May 1, 2003 SAI for the Massachusetts Investors Trust.

7. Attached hereto as Exhibit E is a true and correct copy of the March 31, 2004 Securities and Exchange Commission (“SEC”) Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings and Imposing Remedial Sanctions *In the Matter of Massachusetts Financial Services Co.*

8. Attached hereto as Exhibit F is a true and correct copy of the January 25, 2005 article entitled “SEC approves compensation for MFS Funds shareholders.”

9. Attached hereto as Exhibit G is a true and correct copy of relevant portions of the “Expense Table” section of the May 1, 2003 SAI for the Massachusetts Investors Trust.

10. Attached hereto as Exhibit H is a true and correct copy of relevant portions of the “Distribution and Service Fees” section of the May 1, 2003 SAI for the Massachusetts Investors Trust.

11. Attached hereto as Exhibit I is a true and correct copy of the “Declaration of Professor Bruce Green in Support of Plaintiffs’ Renewed Motion for Appointment of Co-Lead Plaintiffs, Co-Lead Counsel and Liaison Counsel.”

12. Attached hereto as Exhibit J is a true and correct copy of the “Declaration of Robert S. Gans in Further Support of Plaintiffs’ Renewed Motion for Appointment of Co-Lead Plaintiffs, Co-Lead Counsel and Liaison Counsel.”

13. Attached hereto as Exhibit K is a true and correct copy of relevant portions of the Transcript of the court hearing in *In re: Mutual Funds Investment Litigation*, MDL No. 1586 (D. Md. Apr. 2, 2004).

14. Attached hereto as Exhibit L is a true and correct copy of relevant portions of the brief by the SEC as Amicus Curiae in Support of Affirmance in *Daily Income Fund, Inc. v. Fox*.

I declare that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: April 14, 2005

/s/ Kim E. Miller  
Kim E. Miller

**CERTIFICATE OF SERVICE**

I, Daniel P. Dietrich, hereby certify that I served a copy of the foregoing document upon counsel for all parties by mailing a copy of the same, postage prepaid, to each attorney of record, this 14<sup>th</sup> day of April, 2005.

/s/ Daniel P. Dietrich  
Daniel P. Dietrich